

TAFT, STETTINIUS & HOLLISTER

1800 FIRST NATIONAL BANK CENTER

CINCINNATI, OHIO 45202

513 381-2838

CABLE: TAFTHOL TWX: 810-461-2623

TELECOPIERS:  
513-381-0205  
513-381-3363  
513-381-4865

WASHINGTON, D. C. OFFICE  
SUITE 800-1620 EYE STREET, N. W.  
WASHINGTON, D. C. 20006  
202-785-1620

COLUMBUS, OHIO OFFICE  
SUITE 1000-33 NORTH HIGH STREET  
COLUMBUS, OHIO 43215  
614-221-2838

COVINGTON, KENTUCKY OFFICE  
SUITE 340-1717 DIXIE HIGHWAY  
COVINGTON, KENTUCKY 41011  
606-331-2838  
513-381-2838

CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

October 28, 1988

1 6012

Ms. Noreta R. McGee, Secretary  
Interstate Commerce Commission  
12th St. & Consitution Ave., NW  
Washington, D. C. 20423

RECORDATION NO. \_\_\_\_\_ FILE NO. \_\_\_\_\_

NOV 4 1988-8 25 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

I have enclosed herewith an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U. S. Code.

This document is a Bill of Sale, a primary document, dated August 18, 1988. We request that this document be cross-indexed to documents recorded under recordation numbers 14696 and 12128.

The names and addresses of the parties to the document are as follows:

Buyer: The David J. Joseph Company  
300 Pike Street  
Cincinnati, Ohio 45202

Seller: The Pittsburgh & Lake Erie Railroad Company  
Commerce Center  
4 Station Square  
Pittsburgh, Pennsylvania 15219

A description of the equipment covered by the document follows:

23 gondola railroad cars being part of the series numbered PLE 15000 and containing the numbers:  
15000, 15018, 15035, 15037, 15039, 15043, 15049,  
15059, 15062, 15071, 15072, 15076, 15109, 15125,  
15131, 15165, 15174, 15176, 15200, 15201, 15203,  
15225, 15249.

A fee of \$13.00 is enclosed. Please return the stamped original executed copy of the enclosed document to:

11/4/88  
Date  
Page 13  
ICE Washington, D.C.

Interstate Commerce Commission  
October 28, 1988  
Page Two

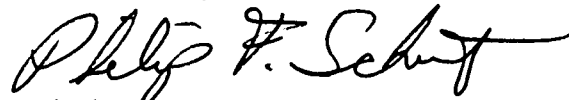
Philip F. Schultz, Esq.  
Taft, Stettinius & Hollister  
1800 Star Bank Center  
Cincinnati, Ohio 45202

A short summary of the document to appear in the index follows:

Bill of Sale from the Pittsburgh & Lake Erie Railroad Company, Commerce Center, 4 Station Square, Pittsburgh, Pennsylvania 15219 to The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202 dated August 18, 1988 and covering twenty-three gondolas.

Please call me if you should have any questions.

Yours truly,

A handwritten signature in dark ink, appearing to read "Philip F. Schultz", with a stylized flourish at the end.

Philip F. Schultz  
Attorney for  
The David J. Joseph Company

PFS/ch  
Enclosures

CERTIFICATE OF NOTARY PUBLIC

1 6013  
RECORDATION NO. \_\_\_\_\_ FROM 1600

NOV 4 1988 - 4 34 PM

INTERSTATE COMMERCE COMMISSION

The undersigned, Andrea DAUTEL (Bross), a Notary  
Public in and for the County of Hamilton, State of Ohio,  
hereby certifies that the copy of the Bill of Sale dated  
August 18, 1988 attached hereto has been carefully  
compared with the original and is complete and identical in all  
respects to the original document.

Andrea Dautel (Bross)  
Notary Public

ANDREA BROSS  
Notary Public, State of Ohio  
My Commission Expires Jan. 9, 1991

1 6012  
NOV 4 1988 - 2 24 PM  
INTERSTATE COMMERCE COMMISSION

BILL OF SALE

For and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, THE PITTSBURGH AND LAKE ERIE RAILROAD COMPANY (the "Company") does hereby sell, assign and transfer unto THE DAVID J. JOSEPH COMPANY ("Buyer"), and its successors and assigns, all of the Company's right, title, and interest in and to the units of railroad rolling stock described in Appendix A hereto (the "Equipment").

The Company hereby warrants to Buyer, and Buyer's successors and assigns, as follows:

1. That the Company is the lawful owner of the Equipment and has good, valid and marketable title thereto, free and clear of any charge, lien, encumbrance or other claim or interest of any nature whatsoever;

2. That the Company has full power and authority to sell and convey the Equipment; and

3. That the Company has not executed any other Bill of Sale or other instrument which by its terms purports to transfer title to the Equipment, or any interest therein, to any other person or entity.

The Company further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

THE FOREGOING WARRANTIES ARE EXCLUSIVE AND IN LIEU OF ALL OTHER REPRESENTATIONS AND WARRANTIES OF THE COMPANY, WHETHER WRITTEN, ORAL OR IMPLIED, AND THE COMPANY SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT, EXCEPT AS SPECIFICALLY SET FORTH HEREIN.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of the 18th day of August, 1988.

WITNESS:

*Austin Lichtenfeld*  
*Mary Kusiolek*

THE PITTSBURGH AND LAKE ERIE  
RAILROAD COMPANY

By: *Gordon E. Neuenschwander*  
Gordon E. Neuenschwander  
Its President

*Pennsylvania*  
STATE OF ~~ILLINOIS~~ )  
*Allegheny*  
COUNTY OF ~~COOK~~ )

SS.

On this 18th day of August, 1988, before me, the subscriber, Donna L. Woshner, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Gordon E. Neuenschwander to me personally known, who stated and acknowledged that he is the President of The Pittsburgh and Lake Erie Railroad Company, a Delaware corporation, and duly authorized by authority of the board of directors or by-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 18th day of August, 1988.

  
\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

DONNA L. WOSHNER, NOTARY PUBLIC  
PITTSBURGH, ALLEGHENY COUNTY  
MY COMMISSION EXPIRES OCT. 26, 1991  
Member, Pennsylvania Association of Notaries

APPENDIX A

23 GONDOLAS

PLE 15000  
PLE 15018  
PLE 15035  
PLE 15037  
PLE 15039  
PLE 15043  
PLE 15049  
PLE 15059  
PLE 15062  
PLE 15071  
PLE 15072  
PLE 15076

PLE 15109  
PLE 15125  
PLE 15131  
PLE 15165  
PLE 15174  
PLE 15176  
PLE 15200  
PLE 15201  
PLE 15203  
PLE 15225  
PLE 15249